

EXHIBIT B

EXHIBIT A

**SIXTH AMENDED JOINT
PLAN OF REORGANIZATION FOR OWENS CORNING AND ITS AFFILIATED
DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: _____)
) Chapter 11
OWENS CORNING, et al.,)
) Case No. 00-03837 (JKF)
Debtors.)
) Jointly Administered
)

**SIXTH AMENDED JOINT PLAN OF REORGANIZATION FOR OWENS CORNING
AND ITS AFFILIATED DEBTORS AND DEBTORS-IN-POSSESSION (AS MODIFIED)¹**

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ARTICLE XIII

RETENTION OF JURISDICTION

13.1 Exclusive Jurisdiction of the Bankruptcy Court and District Court

Pursuant to Sections 105(a) and 1142 of the Bankruptcy Code, and notwithstanding entry of the Confirmation Order and occurrence of the Effective Date, the District Court, together with the Bankruptcy Court to the extent of any reference made to it by the District Court and the Reference Order, shall, and shall be deemed to, retain exclusive jurisdiction, to the fullest extent permissible, over any and all matters arising out of, under or related to, the Chapter 11 Cases or the Plan, including, without limitation, jurisdiction to:

- (a) interpret, enforce, and administer the terms of the Asbestos Personal Injury Trust Agreement (including all annexes and exhibits thereto);
- (b) allow, disallow, determine, liquidate, classify, estimate or establish the priority or secured or unsecured status of any Claim (other than an Asbestos Personal Injury Claim) or Interest not otherwise Allowed under the Plan, including the resolution of any request for payment of any Administrative Claim and the resolution of any objections to the allowance or priority of Claims or Interests;
- (c) hear and determine all applications for compensation and reimbursement of expenses of professionals under the Plan or under Sections 330, 331, 503(b), 1103 and 1129(a)(4) of the Bankruptcy Code; *provided, however,* that from and after the Effective Date, the payment of the fees and expenses of the retained professionals of the Reorganized Debtors shall be made in the ordinary course of business and shall not be subject to the approval of the Bankruptcy Court;
- (d) hear and determine all matters with respect to the assumption or rejection of any executory contract or unexpired lease to which a Debtor is a party or with respect to which a Debtor may be liable, including, if necessary, the nature or amount of any required Cure or the liquidation or allowance of any Claims arising therefrom;
- (e) effectuate performance of and payments under the provisions herein;
- (f) hear and determine all matters with respect to the performance by the Disbursing Agent and the Asbestos Personal Injury Trust (to the extent provided in the Asbestos Personal Injury Trust Agreement) of their respective obligations to make distributions under the Plan;
- (g) hear and determine any and all adversary proceedings, motions, applications, and contested or litigated matters arising out of, under, or related to, the Chapter 11 Cases, other than the Released Actions;
- (h) enter such orders as may be necessary or appropriate to execute, implement, or consummate the provisions herein and all contracts, instruments, releases, and other agreements or documents created in connection with the Plan, the Disclosure Statement or the Confirmation Order;
- (i) hear and determine disputes arising in connection with the interpretation, implementation, consummation, or enforcement of the Plan, including disputes arising under agreements, documents or instruments executed in connection with the Plan;

(j) consider any modifications of the Plan, in accordance with Section 1127(b) of the Bankruptcy Code, cure any defect or omission, or reconcile any inconsistency in any order of the Bankruptcy Court, including, without limitation, the Confirmation Order;

(k) hear and determine all disputes arising under or in connection with settlement agreements approved by the Bankruptcy Court, except to the extent that such agreements expressly provide otherwise;

(l) issue injunctions, enter and implement other orders, or take such other actions as may be necessary or appropriate to restrain interference by any entity with implementation, consummation, or enforcement of the Plan or the Confirmation Order;

(m) enter and implement such orders as may be necessary or appropriate if the Confirmation Order is for any reason reversed, stayed, revoked, modified or vacated;

(n) hear and determine any matters arising in connection with or relating to the Plan, the Disclosure Statement, the Confirmation Order or any contract, instrument, release or other agreement or document created in connection with the Plan, the Disclosure Statement or the Confirmation Order;

(o) enforce all orders, judgments, discharges, injunctions, releases, exculpations, indemnifications and rulings entered in connection with the Chapter 11 Cases, including, without limitation, those set forth in Sections 5.5, 5.16, 5.17, 7.6, 10.7, and 14.9;

(p) hear and determine any matters related to the Asbestos Personal Injury Trust's indemnification obligations under Section 10.7 of the Plan (subject to the terms and conditions of the Asbestos Personal Injury Trust Agreement);

(q) except as otherwise limited herein, recover all assets of the Debtors and property of the Debtors' Estates, wherever located;

(r) hear and determine all questions and disputes regarding title to the assets of the Debtors, their Estates, or the Asbestos Personal Injury Trust, including, without limitation, the NSP Administrative Deposit Accounts.

(s) hear and determine matters concerning state, local and federal taxes in accordance with Sections 346, 505 and 1146 of the Bankruptcy Code;

(t) hear and determine all disputes involving the existence, nature or scope of the Debtors' discharge;

(u) hear and determine such other matters as may be provided in or that may arise in connection with the Plan, Confirmation Order, the Claims Trading Injunction, the Asbestos Personal Injury Permanent Channeling Injunction, and each of the other injunctions set forth in Sections 5.16 and 5.17 of the Plan, or as may be authorized under, or not inconsistent with, provisions of the Bankruptcy Code;

(v) enter a final decree closing the Chapter 11 Cases;

(w) hear and determine all objections to the termination of the Asbestos Personal Injury Trust;

(x) hear and determine all questions and disputes arising out of or relating to the Plan Support Agreement, or any of the transactions contemplated thereby; and

(y) hear and determine all questions and disputes arising out of or relating to any of the Rights Offering Documents (including, without limitation, any of the Subscription Documents), the Trust Registration Rights Agreement or the Collar Agreements, or any of the transactions contemplated thereby; *provided, however,* that, from and after the Effective Date, the jurisdiction of the District Court and the Bankruptcy Court (to the extent applicable) shall be non-exclusive with respect to the dispute set forth in this Section 13.1(y).

13.2 Continued Reference to the Bankruptcy Court

Notwithstanding entry of the Confirmation Order and/or the occurrence of the Effective Date, the reference to the Bankruptcy Court pursuant to the Reference Order shall continue, but subject to any modifications or withdrawals of the reference specified in the Confirmation Order, Reference Order, Case Management Order or other Order of the District Court; *provided, however,* that nothing in this Plan, the Reference Order or other Order shall, or shall be deemed to, affect the procedures established pursuant to the Asbestos Personal Injury Trust Agreement and the Asbestos Personal Injury Trust Distribution Procedures.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

14.1 Professional Fee Claims

All final requests for compensation or reimbursement of the fees of any professional employed in the Chapter 11 Cases pursuant to Section 327 or 1103 of the Bankruptcy Code or otherwise, including the professionals seeking compensation or reimbursement of costs and expenses relating to services performed after the Petition Date and prior to and including the Effective Date in connection with the Chapter 11 Cases, pursuant to Sections 327, 328, 330, 331, 503(b) or 1103 of the Bankruptcy Code for services rendered to the Debtors, the Unsecured Creditors' Committee, the Asbestos Claimants' Committee, the Future Claimants' Representative, the advisors to the Bank Holders' sub-committee and the advisors to the Bondholders' and trade creditors' sub-committee prior to the Effective Date and Claims for making a substantial contribution under Section 503(b)(4) of the Bankruptcy Code must be filed and served on the Reorganized Debtors and their counsel not later than sixty (60) days after the Effective Date, unless otherwise ordered by the Bankruptcy Court. Objections to applications of such professionals or other entities for compensation or reimbursement of expenses must be filed and served on the Reorganized Debtors and their counsel and the requesting professional or other entity not later than twenty (20) days after the date on which the applicable application for compensation or reimbursement was served; *provided, however,* that, in lieu of such twenty (20) day objection deadline, the following protocol shall apply to the fee auditor appointed in these Chapter 11 Cases:

(a) if the fee auditor has any questions for any applicant, the fee auditor may communicate such questions in writing to the applicant in an initial report within forty-five (45) days after the date on which the applicable application for compensation or reimbursement was served on the fee auditor;

(b) any applicant who receives such an initial report and wishes to respond thereto shall respond within fifteen (15) days after the date of the initial report and shall serve upon the fee auditor via